

CERTIFICATE OF CHANGE OF NUMBERS

AS TO

EQUIPMENT LEASE

RECORDATION NO. 12959-12
FILED 1425

Dated as of December 15, 1980 OCT 5 - 1981 - 10 AM

between

INTERSTATE COMMERCE COMMISSION

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, LESSEE

and

NORTH WESTERN LEASING COMPANY, LESSOR

1-2284-227

and

SECURITY AGREEMENT

No. 1000
Date 10.00

Dated as of December 15, 1980

ICC Washington, D. C.

between

NORTH WESTERN LEASING COMPANY, debtor

and

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, Secured Party

I, J. D. O'NEILL, Assistant Vice President Motive Power of both the Chicago and North Western Transportation Company and North Western Leasing Company, DO HEREBY CERTIFY as follows:

That the Conrail locomotive unit numbers listed on Attachment A hereto are the same unit numbers listed on Schedule A to the above referenced Equipment Lease and on Schedule A to the above referenced Security Agreement both of which were recorded with the Interstate Commerce Commission on February 24, 1981 under recordation numbers 12959 and 12960 respectively.

That each Chicago and North Western Transportation Company locomotive unit number listed on Attachment A hereto was substituted for the corresponding Conrail locomotive unit number also listed on Exhibit A hereto on or before September 22, 1981.

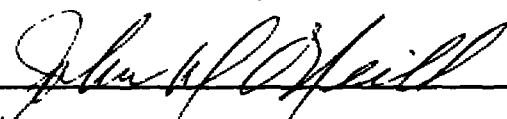
That each Chicago and North Western Transportation Company locomotive unit number listed on Attachment A hereto is new to the Chicago and North Western Transportation Company.

IN WITNESS WHEREOF, I have hereunto subscribed my name
this 30th day of September, 1981.

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

by: 
Its: Assistant Vice President Motive Power

NORTH WESTERN LEASING COMPANY

by: 
Its: Assistant Vice President Motive Power

I, J. S. EDWARDS as Assistant Secretary of Chicago
and North Western Transportation Company, a Delaware corporation
and as Assistant Secretary of North Western Leasing Company,
a Delaware Corporation, DO HEREBY CERTIFY that the individual
executing the foregoing certificate holds the offices in the
companies indicated below his name and that the signature of
such officer appearing in such certificate is the genuine
signature of such officer.

IN WITNESS WHEREOF, I have hereunto subscribed my
name and affixed the seal of Chicago and North Western Trans-
portation Company and the seal of North Western Leasing Company.

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

Seal

By: 
Its: Assistant Secretary

Seal

NORTH WESTERN LEASING COMPANY

By: 
Its: Assistant Secretary

ATTACHMENT A

38 EMD GP-40 3000 H.P.
DIESEL-ELECTRIC LOCOMOTIVES

<u>Old Conrail Unit Numbers</u>	<u>New C&NW Unit Numbers</u>
3010	5500
3011	5501
3013	5503
3014	5504
3015	5505
3016	5506
3017	5507
3018	5508
3019	5509
3020	5510
3021	5511
3022	5512
3023	5513
3025	5514
3026	5515
3027	5516
3028	5517
3029	5518
3030	5519
3031	5520
3032	5521
3033	5522
3034	5523
3012	5502
3035	5524
3036	5525
3037	5526
3038	5527
3039	5528
3040	5529
3041	5530
3042	5531
3044	5532
3045	5533
3046	5534
3047	5535
3048	5536
3049	5537

CORPORATE ACKNOWLEDGMENT

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On this 30th day of September, 1981, before me personally appeared J. S. EDWARDS, to me personally known, who being by me duly sworn, says that he is the Assistant Secretary for both Chicago and North Western Transportation Company (Parent) and North Western Leasing Company (Subsidiary), that the seals affixed to the foregoing instrument are the corporate seals of Parent and Subsidiary respectively, that said instrument was signed and sealed on behalf of both said Parent and Subsidiary by authority of both Parent's and Subsidiary's respective Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of both said Parent and Subsidiary.

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

By: Joan A. Schramm
Its: Assistant Secretary

NORTH WESTERN LEASING COMPANY

By: Joan A. Schramm
Its: Assistant Secretary

Samuel G. Fortson
Notary

(Seal)

My Commission Expires 2/18/81